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Issue Date: 09 June 2006

CASE NO.: 2006-SOX-43

IN THE MATTER OF

MICHAEL GALE

Complainant

v.

WORLD FINANCIAL GROUP

Respondent

RECOMMENDED DECISION AND ORDER GRANTING RESPONDENT'S MOTION FOR SUMMARY DECISION

This proceeding arises under the Sarbanes-Oxley Act of 2002, technically known as the Corporate and Criminal Fraud Accountability Act, P.L. 107-204 at 18 U.S.C. § 1414A et seq., (herein SOX or the Act), and the regulations promulgated thereunder at 29 C.F.R. Part 1980, which are employee protective provisions.

Background

On November 3, 2003, Complainant filed a complaint with the Occupational Safety and Health Administration (OSHA), U.S. Department of Labor (DOL), contending that he was discharged from his employment with World Financial Group, a wholly owned subsidiary of AEGON N.V., a publicly traded company on the New York Stock Exchange. Complainant alleged that he was discharged because he "provided information and opposed decisions made by company officers relating to waste and misuse of corporate monies that resulted in loss of stockholders equity and because of raising concerns regarding the violation of the SEC rules and regulations in the operation of a broker business by World Financial Group operating under the name of World Group Securities."

On December 13, 2005, after an investigation conducted by OSHA, the Secretary of Labor through her agent, the Regional Administrator, determined there was no reasonable cause to believe Respondent, World Financial Group, had violated the SOX Act. Specifically, it was found that:

> Respondent World Financial Group is not a company with a class of securities registered under Section 12 of the Securities and Exchange Act of 1934 (15 U.S.C. 781) and is not required to file reports under the Securities Exchange Act of 1934 (15 U.S.C. 780 (d)). Respondent is thus not covered under the provisions of 18 U.S.C. 1514A.
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> Complainant was employed by Respondent as Chief Operations Officer from on or about November 30, 1999 until on or about August 4, 2003, when he was discharged. Complainant filed this discrimination complaint on November 3, 2003. The complaint was timely filed. As Respondent is not covered under SOX, Complainant is also not covered. Consequently, the complaint is dismissed.

Complainant timely filed an appeal and requested a hearing regarding OSHA's determination. The matter was referred to the undersigned for hearing.

On February 2, 2006, Complainant filed a formal complaint pursuant to the Notice of Hearing in which he alleged "World Financial Group, World Group Securities and AEGON N.V.," as Respondents. On February 7, 2006, Respondent objected to the additional parties named in the caption and requested a telephonic conference which was held on February 16, 2006. During the conference, Complainant agreed that World Financial Group was the sole Respondent in this matter, but would seek, through discovery, to show a relationship and control by AEGON N.V., a publicly traded entity.

On March 28, 2006, a second conference was held with the parties to clarity the status of Respondent. It was confirmed that World Financial Group was the only named Respondent, but Complainant would seek to establish, through discovery, World Group Securities was an agent of AEGON N.V. and that there was interconnectivity between the three entities. On March 29, 2006, the undersigned issued an Order memorializing the status

of World Financial Group as the sole Respondent in this matter and that limited third-party discovery would be permitted.

On March 9, 2002, Complainant filed a Notice of Motion and Motion for Sanctions, or In the Alternative, to Compel Discovery. On May 11, 2006, an Order to Show Cause issued to which Respondent responded in opposition on May 22, 2006.

Respondent's Motion for Summary Decision and Reply

On May 12, 2006, Respondent filed a Motion for Summary Decision and Memorandum in Support. Respondent argues (1) this case is legally and factually meritless because Respondent is not a publicly-traded company, is neither registered under Section 12 nor files reports under Section 15(d) of the Securities Exchange Act of 1934 and (2) that Complainant's deposition testimony is fatal to his ability to prove the essential elements of a violation of the Whistleblower provisions of the SOX Act that he reported conduct which he "reasonably believed" constituted a violation of one of the laws enumerated in the SOX Act. See 18 U.S.C. § 1514A(a)(1).

On June 2, 2006, Respondent filed a Reply Brief in Support of its Motion for Summary Decision in which it is argued that Complainant ignored the legal and factual grounds on which Respondent moved for and is entitled to Summary Decision. Respondent avers Complainant's deposition testimony that he did not believe Respondent had engaged in any illegal or fraudulent activities refutes his assertions that (1) he reported concerns to legal and compliance personnel regarding the legality of the ASAP program or (2) reported concerns about the reimbursement of a customer loss by World Group Securities and the sales structure and compensation system employed by Respondent.

Complainant's Opposition

On May 23, 2006, Complainant filed a Response in Opposition to Respondent's Motion for Summary Decision. Complainant argues that he was employed by Respondent which is a "wholly owned subsidiary of AEGON N.V., a publicly traded company on the New York Stock Exchange" and that he was terminated from such employment "because of raising concerns regarding the violation of the SEC rules and regulations in the operation of a Broker Business by World Financial Group operating under the name of World Group Securities."

Specifically, Complainant alleges he was an employee of Respondent d/b/a World Group Securities which is a "company representative" for AEGON N.V., a Netherlands-based publicly traded company with a class of securities registered under Section 12. He relies upon Morefield v. Exelon Services, Inc., Case No. 2004-SOX-2 @ 3 (ALJ Jan. 28, 2004)[1] in which the ALJ concluded that "a publicly traded corporation is, for Sarbanes-Oxley purposes, the sum of its constituent units," and Collins v. Beazer Homes USA, Inc., 334 F.Supp. 2d 1365 (N.D. Ga. 2004), which held that plaintiff was "within the definition of employee because her employment could be affected by the officers of" the publicly traded parent company named as a Respondent.

Complainant avers that he engaged in protected activity which he reasonably believed constituted violations of any rule or regulation of the SEC when he "raised concerns to his employer" about (1) the compliance integrity of its supervision of business suitability and customer complaint disclosures reporting requested by the National Association of Securities Dealers (NASD); (2) the existence of an AEGON corporate scheme devised "to defraud or for obtaining money or property by means of false or fraudulent pretenses, representations or promises; (3) Respondent's ability to maintain the integrity of its supervisory guidelines under its ASAP broker recruitment program; and (4) Respondent's assumption of losses resulting from rescission of unsuitable sales, as opposed to charging the losses back to broker commissions evidenced a pattern of circumventing the mandatory reporting of customer complaint disclosures to NASD and where he purposefully noted the practice on trade documents for detection by NASD auditors.

Substantive Law and Procedure

The standard for granting summary judgment or decision is set forth at 20 C.F.R. § 18.40(d) which is derived from Federal Rules of Civil Procedure (FRCP) 56. Section 18.40(d) permits an Administrative Law Judge to enter summary decision "if the pleadings, affidavits, material obtained by discovery or otherwise, or matters officially noticed show there is no genuine issues as to any material fact and that a party is entitled to summary decision." 20 C.F.R. § 18.40(d) (2004). A "material fact" is one whose existence affects the outcome of the case. Anderson v. Liberty Lobby, Inc., 477 U.S. 242, 248 (1986). A "genuine issue" exists when the non-movant produces

[1] Administrative decisions of both the Administrative Review Board and Administrative Law Judges can be found at the website for the Department of Labor's Office of Administrative Law Judges, www.oalj.dol.gov.

sufficient evidence of a material fact so that a fact-finder is required to resolve the parties' differing version at trial. Id. at 249.

In deciding a motion for summary decision, the undersigned must consider all the material submitted by both parties, drawing all reasonable inferences in a matter most favorable to the non-movant. Adickes v. S.H. Kress & Co., 398 U.S. 144, 158-159 (1970). In other words, the undersigned must look at the record as a whole and determine whether a fact-finder could rule in a non-movant's favor. Matsushita Elec. Industrial Co. v. Zenith Radio Corp., 475 U.S. 574, 587 (1986). The movant has the burden of production to prove that the non-movant cannot make a showing sufficient to establish an essential element of the case. Celotex Corp v. Catrett, 477 U.S. 317, 322 (1986). Once the movant has met its burden of production, the non-movant must show by evidence beyond the pleadings themselves that there is a genuine issue of material fact. Id. at 324. If the non-movant fails to sufficiently show an essential element of his case, there can be "no genuine issue as to any material fact,' since a complete failure of proof concerning an essential element of the non-movant's case necessarily renders all other facts immaterial." Id. at 322-323.

The purpose of the employee protection provisions of SOX is to protect **employees of publicly traded companies** who provide information or assist in an investigation regarding any conduct which the employee **reasonably believes** constitutes a violation of various federal **fraud** provisions, including Sections 1341 **(fraud and swindles)**, 1342 **(fraud by wire, radio, or television)**, 1344 **(bank fraud)**, or 1348 **(securities fraud)**, or any rule or regulation of the Securities and Exchange Commission (herein SEC), or any provision of federal law **relating to fraud against shareholders.** 18 U.S.C. § 1514A; 29 C.F.R. § 1980.102(a); Hendrix v. American Airlines, Inc., Case Nos. 2004-AIR-00010 and 2004-SOX-00023 (ALJ Dec. 9, 2004).

Protected activity is defined under SOX as reporting an employer's conduct which the employee reasonably believes constitutes a violation of the laws and regulations related to fraud against shareholders. While the employee is not required to show the reported conduct actually caused a violation of the law, he must show that he reasonably believed the employer violated one of the laws or regulations enumerated in the Act. Thus, the employee's belief "must be scrutinized under both subjective and objective standards." Melendez v. Exxon Chemicals Americas), ARB No. 96-051 (July 14, 2000).

The legislative history of the Act makes it clear that fraud is an integral element of a cause of action under the whistleblower provision. See e.g., S. Rep. No. 107-146, 2002 WL 863249 (May 6, 2002) (explaining that the pertinent section "would provide whistleblower protection to employees of publicly traded companies who report acts of fraud to federal officials with the authority to remedy the wrongdoing or to supervisors or appropriate individuals within their company.") The provision is designed to protect employees involved "in detecting and stopping actions which they reasonable believe are fraudulent." Id. In the securities area, fraud may include "any means of disseminating false information into the market on which a reasonable investor would rely." Ames Department Stores Inc., Stock Litigation, 991 F.2d 953, 967 (2d Cir. 1993) (addressing SEC antifraud regulations). While fraud under the Act is undoubtedly broader, an element of intentional deceit that would impact shareholders or investors is implicit. See Hopkins v. ATK Tactical Systems, Case No. 2004-SOX-19 (ALJ May 27, 2004); Tuttle v. Johnson Controls, Battery Division, Case No. 2004-SOX-76 (ALJ Jan. 3, 2005); Allen v. Stewart Enterprises, Inc., Case Nos. 2004-SOX-60, 61 and 62 @ 84-85 (ALJ Feb. 15, 2005); Grant v. Dominion East Ohio Gas), Case No. 2004-SOX-63 @ 40 (ALJ Mar. 10, 2005).

In sum, SOX conveys protection to "whistleblowers" who report activity reasonably believed to be fraudulent in nature. The elements of fraud include: (1) a misstatement or omission; (2) of a material fact; (3) made with the intent to defraud; (4) on which the [complainant] relied; and (5) which proximately caused the [complainant's] injury.[2] Williams v. WMX Technologies, Inc., 112 F.3d 175, 177 (5th Cir. 1997). Hence, a fraudulent activity cannot occur without the presence of intent. Under the subjective and objective standards applied to the Act, Complainant must have actually believed Respondent acted fraudulently and that belief must be reasonable "based on the

[2] In the context of securities fraud claims under Section 10(b) of the Securities Exchange Act and Rule 10-b5, the "intent to defraud" element is replaced with "scienter." Scienter is defined as "a mental state embracing intent to deceive, manipulate, or defraud, or at minimum, highly unreasonable (conduct), involving not merely simple, or even excusable negligence, but an extreme departure from the standards of ordinary care . . . which presents a danger of misleading buyers or sellers that is either known to the defendant or is so obvious that the actor must have been aware of it." In re: Alpharma Inc. Securities Litigation, 372 F.3d 137, 148 (3d Cir. 2004); see also Tuchman v. DSC Communications Corporation, 14 F.3d 1061, 1067 (5th Cir. 1994).

knowledge available to a reasonable [person]." See Lerbs v. Buca DiBeppo, Case No. 2004-SOX-8 (ALJ June 15, 2004).

DISCUSSION

Respondent's Status

It is undisputed that Respondent and World Group Securities, for whom Complainant worked as a shared employee, are not publicly traded companies, not registered under Section 12 nor report filers under Section 15(d) of the Securities Exchange Act of 1934.

The Respondent's hierarchical structure was described in a sworn affidavit by Respondent's Senior Vice-President Kimberly Scouller as follows: World Financial Group is not a publicly traded company; it is a wholly owned subsidiary of AEGON Asset Management Services, Inc. (AAMS), and does not have a class of securities registered under Section 12 of the Securities and Exchange Act and is not required to file reports under Section 15(d) of the SEC Act. AAMS is not a publicly traded company; it is a wholly owned subsidiary of the AUSA Holding Company and is not registered or required to file reports. AUSA Holding Company is not a publicly traded company and is "not a wholly owned direct subsidiary of AEGON USA, Inc." and does not have a class of securities registered nor required to file reports. AEGON USA, Inc. is not a publicly traded company; it is a wholly owned subsidiary of AEGON U.S. corporation but is not a wholly owned direct subsidiary of AEGON N.V.; it does not have a class of securities registered under Section 12 and is not required to file reports under Section 15(d). Respondent is not a wholly owned direct subsidiary of AEGON USA, Inc. Respondent is a separate and distinct entity from AAMS, AUSA Holding Company, AEGON USA, Inc., AEGON U.S. Corporation and AEGON N.V. (See Affidavit of Kimberly A. Scouller, Exhibit B to Respondent's Motion). Respondent avers that it is an entity which is "eight subsidiary-layers and one continent removed from a publicly-traded Dutch Company, AEGON N.V." (See Exh. B, pp. 2-4 of Respondent's Motion).

On the other hand, Complainant argues that Respondent and World Group Securities acted as "company representatives[s]" of AEGON N.V. in a corporate design to serve as a U.S. domestic agent and instrumentality of AEGON N.V. to promote the sale of its securities products within the United States. (See Excerpts at Exhs. 5, 6 and 7 of Complainant's Response).

As previously stated, Complainant did not allege Respondent's parent company as a Respondent. In Flake v. New World Pasta Company, ARB No. 03-126 (Feb. 25, 2004), the Administrative Review Board held that whistle blower protection provisions of the SOX Act cover only companies with securities registered under Section 12 or companies required to file reports under Section 15(d) of the Securities Exchange Act, such as Respondent's parent company AEGON N.V.

Respondent relies upon decisions of my colleagues which are not of precedential value. However, they are uniform in their conclusions that subsidiaries of publicly traded companies standing alone are not liable under the SOX Act. In Grant v. Dominion East Ohio Gas, Case No. 2004-SOX-63 @ 33 (ALJ Mar. 10, 2005), the presiding ALJ concluded that a complainant cannot maintain a SOX whistleblower action "unless he names a publicly traded company as Respondent, **and** establishes that the named Respondent is actually covered by the Act." It was further observed that even if the parent company had been named and shown to be a publicly traded company, the mere fact of a parent-subsidiary relationship would not establish liability, rather evidence must be presented to justify piercing the corporate veil. See also Judith v. Magnolia Plumbing Co., Inc., Case Nos. 2005-SOX-99 and 100 (ALJ Sept. 20, 2005) (if a company is not publicly traded, the SOX Act simply does not apply); Bothwell v. American Income Life, Case No. 2005-SOX-57 (ALJ Sept. 19, 2005); (non-publicly traded companies are not covered employers); Stevenson v. Neighborhood House Charter School, Case No. 2005-SOX-87 (ALJ Sept. 7, 2005); Andrews & Barron v. ING North America Insurance Corporation, Case Nos. 2005-SOX-50 and 51 (ALJ Feb. 17, 2006) (non-publicly traded subsidiary alone was not proper respondent under the SOX Act). See generally Goodman v. Decisive Analytics Corp., Case No. 2006-SOX-11 @ 9-10 (ALJ Jan. 10, 2006); Brady v. Direct Mail Management, Inc., Case No. 2006-SOX-16 @ 8-9 (ALJ Jan. 5, 2006). In Brady v. Calyon Securities (USA), No. 05 Civ. 3470 (GEL) (S.D.N.Y. Nov. 8, 2005) the District Court granted dismissal where Plaintiff did not allege any defendant as an alleged publicly traded company, but rather only as "agents and/or underwriters" and, as an employee of a non-publicly traded company, did not establish employee status or coverage under the SOX Act.

Respondent also argues that Complainant attempts to confuse the issue of who may bring suit under the SOX Act with who may be sued under the Act, i.e., who is a covered Respondent, citing Collins, Morefield and Stojicevic v. Arizona-American Water Co., Case No. 2004-SOX-73 (ALJ Mar. 24, 2005). However, as

Respondent correctly observes, these cases are inapposite and do not support Complainant's claim since a publicly traded company was named as a respondent in Morefield and Collins, whereas respondent in Stojicevic conceded it was covered by the Act.

It has been recognized that "shared management and control and unity of operations have been key factors in holding the parent company and its subsidiary to be covered by the Act," Mann v. United Space Alliance, LLC, Case No. 2004-SOX-15 @ 9 (ALJ Feb. 18, 2005). "The parent company will only be liable where it controlled or influenced the work environment of, or termination decision about, an employee of its subsidiary company" and "the parent company and wholly owned subsidiary are so intertwined as to represent one entity." Hughart v. Raymond James & Associates, Inc., Case No. 2004-SOX-9 @ 44 (ALJ Dec. 17, 2004).

"Company representative" is defined as any officer, employee, contractor, subcontractor or agent of a company. See 29 C.F.R. § 1980.101. In the only case found where a complainant alleged that the SOX whistleblower provision extended to Respondent because it was a "company representative" for a publicly traded company, the ALJ declined to expand SOX coverage to a non-publicly traded company solely because it engaged in financial business with a publicly traded company. See Roulett v. American Capital Access, Case No. 2004-SOX-78 (ALJ Dec. 22, 2004).

Nevertheless, the Administrative Review Board recently concluded that its interpretation of the SOX Act does not require the complainant to name a corporate respondent that is itself "registered under Section 12 or . . . required to file reports under Section 15(d)," so long as the complainant names at least one respondent who is covered under the Act as an "officer, employee, contractor, subcontractor, or agent" of a corporate entity. Klopfenstein v. PCC Flow Technologies Holdings, Inc., ARB Case No. 04-149, ALJ Case No. 2004-SOX-11 (ARB May 31, 2006).

Arguably, Complainant's theory encompasses Respondent as a "company representative" or agent of a publicly traded company. Complainant pleads that an adverse finding should be precluded or premature since Respondent and the third parties have not complied with requested discovery which will arguably aid in establishing their interconnectivity and corporate agency status. In view of the foregoing, and after a review of the record in its entirety, I find a genuine issue of material fact

exists as to Respondent's covered status, whether Respondent is a company representative and/or agent of a publicly traded company and whether Complainant could establish a viable interconnectivity between Respondent and its publicly traded parent company AEGON N.V. Accordingly, I further find that summary decision as a matter of law is not warranted on this issue.

Complainant's Alleged Protected Activity

Notwithstanding the foregoing, I find that Complainant's complaint lacks the essential element that he reasonably believed Respondent's activities were illegal or fraudulent in nature. A careful review of his sworn statement provided to an OSHA investigator on February 5, 2004 and his deposition testimony of April 26, 2006, reflects no factual basis that Complainant had an actual or subjective belief that Respondent violated one of the provisions enumerated in the SOX Act or the rules and regulations of the SEC or that Respondent committed any violation related to fraud against shareholders.

In his investigative statement, Complainant voiced "concerns" about the sale of variable products which may have been "unethical" and "felt" that the ASAP program was "impermissible" under the NASD regulations, about which he stated opinions and "pointed out some compliance problems." (Complainant Exh. No. 7, pp. 6-8). Regarding the rescission of a $17,000 broker sale, about which he was "uncomfortable" and had "concerns," he annotated the letter of indemnity with "okay, per KS," "so he would not be held responsible for the decision." (Complainant Exh. No. 7, p. 10). None of Complainant's statement allegations, even if true, demonstrate fraud. Complainant did not identify any specific law or regulation that Respondent or any of its supervisors/officers violated. Complainant has not alleged nor shown that Respondent misrepresented its financial status to the SEC or shareholders/investors. Complainant did not represent in his sworn statement that Respondent had engaged in any fraudulent activity.

In his April 26, 2006 deposition, he reaffirmed, in major part, his sworn statement regarding his activity. He acknowledged however that, although he was "uneasy" about the broker rescission issue, he did not think it improper to reimburse the customer or client for their loss. (Respondent Exhibit D, pp. 39-40). He recalled a similar reimbursement and company absorption of loss one month earlier and expressed a

concern "that a pattern might be forming." (Resp. Exh. D, pp. 54, 57, 59-60). The restitution made the customer whole. (Resp. Exh. D, pp. 69-70). Complainant stated the fault of the broker was a "wrong" which was "not punished" and thus created a "moral hazard issue." (Resp. Exh. D, p. 79). He made no effort to determine whether the two reimbursements totaling $25,000 were material to the finances of the Respondent. (Resp. Exh. D, pp. 80-81). Complainant did not communicate a concern that the reimbursement issues were a violation of the law or that there was a law or regulation that required the brokers to bear the loss rather than Respondent. (Resp. Exh. D, pp. 89-90, 107-108). Nor did he believe it improper or illegal for Respondent to pay broker registration fees. (Resp. Exh. D, pp. 156-157).

Regarding his concerns about the ASAP program, Complainant affirmed that he had no personal knowledge about the NASD rules and regulations and did not review any specific regulations. (Resp. Exh. D, pp. 115-117). Moreover, he did not raise any concerns that the ASAP program, as devised, was a violation of any law or regulations. (Resp. Exh. D, pp. 119-120, 122).

Lastly, and most importantly, Complainant testified that although he was uncomfortable with some practices, he did not believe Respondent or World Group Securities were engaging in any kind of illegal or fraudulent activities during his employment. (Resp. Exh. D, pp. 205-206).

As observed by the U.S. District Court in Bishop v. PCS Administration (USA), Inc., No. 05 C 5683 (N.D. ILL. May 23, 2006),

> All the statutes and regulations referenced in § 1514A(a)(1) are ones setting forth fraud. The phrase "relating to fraud against shareholders" in this provision must be read as modifying each item in the series, including "rule or regulations of the Securities and Exchange Commission." (citations omitted).

Thus, based on Complainant's sworn statement and deposition testimony, it is clear that he had no belief, let alone a reasonable belief, that Respondent had engaged in any conduct or activity which violated any of the laws or regulations enumerated in the SOX Act or that Respondent engaged in any fraudulent activity against its shareholders. Certainly none of his expressed concerns identified any unlawful or fraudulent activity, whether viewed objectively or subjectively. Nor did

he profess a belief that any of his concerns, if corrected or modified, would materially affect Respondent's financial status.

Simply stated, there is no evidence supporting any of Complainant's complaint allegations that Respondent violated fraud provisions in Sections 1341, 1343, 1344 or 1348, any rule or regulation of the Securities and Exchange Commission or any provision of federal law **relating to fraud against shareholders.** Furthermore, there is no allegation that the activities complained of resulted in a fraud against shareholders or investors. Nor does Complainant make any legal argument explicating any particular statute or regulation that is being or has been violated. I do not believe that this scenario is what was envisioned by Congress when SOX legislation was enacted. I find the matters complained of do not fall within the purview of the employee protection provisions of the SOX Act.

CONCLUSION

Based on the foregoing discussion, and construing all facts in the light most favorable to Complainant, I find that Complainant did not engage in activities protected under the SOX Act. Accordingly, Respondent is entitled to summary decision as a matter of law.

RECOMMENDED DECISION AND ORDER

IT IS HEREBY RECOMMENDED that Respondent's Motion for Summary Decision be **GRANTED** and Complainant's Complaint be **DISMISSED.**

In view of the foregoing recommendation and conclusion, the formal hearing in this matter scheduled for July 10, 2006, in Atlanta, Georgia, is hereby **CANCELLED.**

ORDERED this 9th day of June, 2006, at Covington, Louisiana.

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LEE J. ROMERO, JR.
Administrative Law Judge

NOTICE OF APPEAL RIGHTS: To appeal, you must file a Petition for Review ("Petition") with the Administrative Review Board ("Board") within ten (10) business days of the date of the administrative law judge's decision. *See* 29 C.F.R. § 1980.110(a). The Board's address is: Administrative Review Board, U.S. Department of Labor, Room S-4309, 200 Constitution Avenue, NW, Washington, DC 20210. Your Petition is considered filed on the date of its postmark, facsimile transmittal, or e-mail communication; but if you file it in person, by hand-delivery or other means, it is filed when the Board receives it. *See* 29 C.F.R. § 1980.110(c). Your Petition must specifically identify the findings, conclusions or orders to which you object. Generally, you waive any objections you do not raise specifically. *See* 29 C.F.R. § 1980.110(a).

At the time you file the Petition with the Board, you must serve it on all parties as well as the Chief Administrative Law Judge, U.S. Department of Labor, Office of Administrative Law Judges, 800 K Street, NW, Suite 400-North, Washington, DC 20001-8002. The Petition must also be served on the Assistant Secretary, Occupational Safety and Health Administration and the Associate Solicitor, Division of Fair Labor Standards, U.S. Department of Labor, Washington, DC 20210.

If no Petition is timely filed, the administrative law judge's decision becomes the final order of the Secretary of Labor pursuant to 29 C.F.R. § 1980.109(c). Even if you do file a Petition, the administrative law judge's decision becomes the final order of the Secretary of Labor unless the Board issues an order within thirty (30) days after the Petition is filed notifying the parties that it has accepted the case for review. *See* 29 C.F.R. §§ 1980.109(c) and 1980.110(a) and (b).